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COMMONWEALTH OF VIRGINIA

STATE CORPORATION COMMISSION

AT RICHMOND, JULY 6, 2001

JOINT PETITION OF

E.ON AG, POWERGEN plc,  
LG&E ENERGY CORP.,

CASE NO. PUA010028

and

KENTUCKY UTILITIES COMPANY

For approval of an acquisition

ORDER EXTENDING TIME FOR REVIEW

On June 12, 2001, E.ON AG ("E.ON"), Powergen plc ("Powergen"), LG&E Energy Corp., and Kentucky Utilities Company d/b/a Old Dominion Power Company ("KU")(collectively referenced as "Petitioners") filed a joint petition pursuant to Chapter 5 of Title 56 of the Code of Virginia ("Code") for approval of the transfer of ownership and control of KU by Powergen to E.ON, or an E.ON affiliate, all in accordance with the terms of a preconditional offer announcement, under which E.ON will offer to acquire all the outstanding shares of Powergen stock.

Section 56-88.1 of the Code allows the Commission to extend its sixty(60)-day review period "for a period not to exceed an additional 120 days."

We note that the joint petition will require additional time for review. As such we are of the opinion that sixty days

is not sufficient time in which to investigate fully matters associated with the joint petition. We will, therefore, extend the period for review under § 56-88.1 for a period of sixty (60) days, or through October 10, 2001.

We will also revise the procedural schedule established in our June 13, 2001, Order<sup>1</sup> to allow Staff additional time to file its Report and to permit Petitioners and other interested persons to file a response, if any, to Staff's Report.

Accordingly, IT IS ORDERED THAT:

(1) The period of review of issues governed by § 56-88.1 of the Code shall be extended for a period of sixty (60) days, or through October 10, 2001.

(2) The date for filing Staff's Report is hereby extended to September 24, 2001.

(3) On or before October 2, 2001, Petitioners and interested persons may file a Response, if any, to Staff's Report.

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<sup>1</sup> By order entered on June 13, 2001, the Commission directed the Petitioners to give notice of their joint petition, provided an opportunity for interested persons to comment or request a hearing, and directed its Staff to file a Report detailing the results of its investigation.